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August 14, 1998

RECORDATION NO. 21581 FILED

AUG 14 '98 11-00 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
AUG 14 10 59 AM '98

Qd.
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Railroad Equipment Lease Agreement, dated July 16, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: DJJ Leasing Ltd.
300 Pike Street
Cincinnati, Ohio 45202

Lessee: U.S. Silica Company
Route 522 North
Berkeley Springs, WV 25411

A description of the railroad equipment covered by the enclosed document is:

sixty (60) railcars bearing DJLX reporting marks and road numbers 98100 through 98159, inclusive

Mr. Vernon A. Williams
August 14, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

AUG 14 '98

11-00 AM

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 16th day of July, 1998, is intended to evidence the lease dated as of July 16, 1998 (the "Lease"), between DJJ LEASING LTD., an Ohio limited liability company ("Lessor"), and U.S. SILICA COMPANY, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the sixty (60) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ LEASING LTD.

By: Name: Douglas F. McMillanTitle: PresidentDate: July 16, 1998

U.S. SILICA COMPANY

By: Name: ROBERT H. MORROWTitle: DIRECTOR LOGISTICSDate: JULY 27, 1998

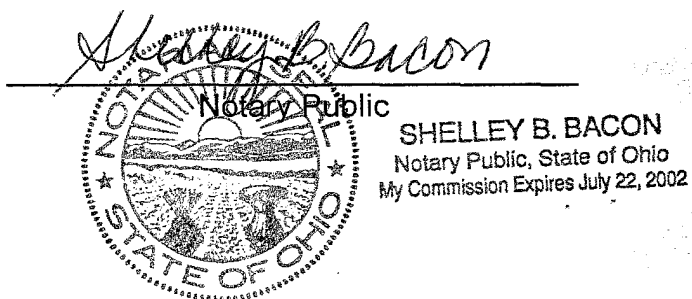
STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 16th day of July, 1998, by Douglas F. McMillan, the President of **DJJ LEASING LTD.**, an Ohio limited liability company, on behalf of the corporation.

My Commission expires:

July 22, 2002



STATE OF WEST VIRGINIA)
)
COUNTY OF MORGAN)

SS:

The foregoing instrument was acknowledged before me this 27th day of July, 1998, by Robert H. Morrow, the Director Logistics of U.S. Silica Company, a Delaware corporation, on behalf of the corporation.

My Commission expires:

May 22, 2006

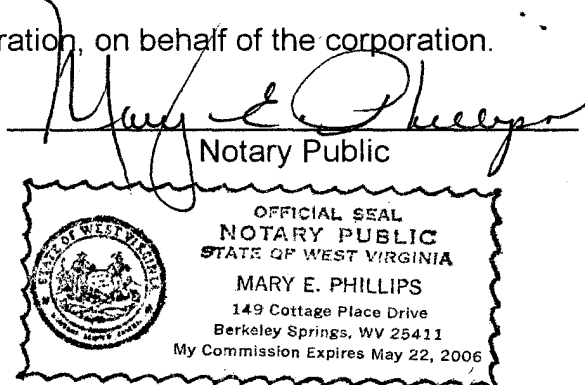


EXHIBIT A

To the Memorandum of Lease dated July 16, 1998, between DJJ Leasing Ltd. and U.S. Silica Company.

DESCRIPTION OF UNITS

Sixty (60) railcars bearing the following reporting marks:

DJLX 98100 - 98159, INCLUSIVE